

P04000056287

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

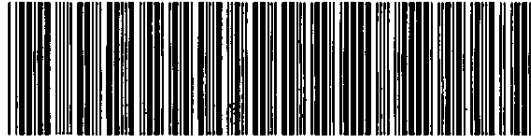
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06/08/16--01011--026 **43.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 JUN -8 AM 11:17

JUN 14 2016

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COVER LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 JUN -8 AM 11:17

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Capstone Companies, Inc.

DOCUMENT NUMBER: P04000056287

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Paul W. Richter
Name of Contact Person
PW Richter PLC
Firm/ Company
3901 Dominion Townes Circle
Address
Richmond, Virginia 23223
City/ State and Zip Code

aimce@capstonecompaniesinc.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Paul W. Richter at (804) 644-2182
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|--|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



June 7, 2016

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 JUN -8 AM 11:17

RE: Articles of Amendment to Articles of Incorporation of Capstone Companies Inc.
Doc #: P04000056287

Dear Amendment Department,

Please be advised an original copy of the Florida Department of State Cover Letter along with Capstone Companies' Articles of Amendment to the Amended and Restated Articles of Incorporation was sent via Fedex overnight to your offices on June 7, 2016 to arrive on Wednesday, June 8, 2016. (Tracking number: 5829 6523 2100).

Unfortunately the check (filing fee) of \$43.75 was not included in the original package.

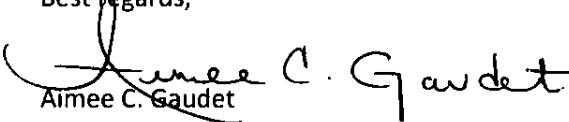
Enclosed, please find check number #2719 in the designated amount. I have also attached a copy of the documents that were submitted to your office (which will arrive today) and request that you merge the two requests for review and approval of our Amended Articles.

I apologize for the inconvenience this may have caused, it was a simple human error. I would be very grateful if this request could be honored.

I would also like to mention that a pre-paid fedex envelope was included in the original package. The Articles of Amendment will need to be sent to our attorney which has been stated on the cover letter.

If you should need to contact me, please don't hesitate to call 954-570-8889 ext. 313 or cell number 561-886-8419.

Best regards,


Aimee C. Gaudet
Corporate Secretary

Capstone Companies, Inc.
350 Jim Moran Blvd. Suite 120 Deerfield Beach, FL 33442

Ph: (954)252-3440 | Fax: (954)252-3442 | Email: info@capstonecompaniesinc.com
www.capstonecompaniesinc.com

Articles of Amendment
to
Articles of Incorporation
of

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 JUN -8 AM 11:17

Capstone Companies, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P04000056287

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

NA

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

NA

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

NA

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent NA

(Florida street address)

New Registered Office Address: NA, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

(Attach additional sheets, if necessary). (Be specific)

[illegible]

(if not applicable, indicate N/A)

[illegible]

The date of each amendment(s) adoption: May 17, 2016, if other than the date this document was signed.

Effective date if applicable: July 22, 2016
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 06/07/2016

Signature 

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Stewart Wallach

(Typed or printed name of person signing)

Chief Executive Officer & President

(Title of person signing)

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CAPSTONE COMPANIES, INC., A Florida Corporation**

Pursuant to Section 607.1006 of the Florida Business Corporation Act, Capstone Companies, Inc., a Florida corporation (the "Corporation"), hereby amends ("Articles of Amendment") its amended and restated Articles of Incorporation ("Articles"), as follows and certifies that:

1. Article IV, Section 1 of the Articles is hereby amended and hereafter restated in its entirety by the following:

Article IV: AUTHORIZED SHARES

Section 1. Authorized Shares

- 1.1. Authorized Shares. The maximum number of shares which the Corporation is authorized to issue is 60,000,000 shares, of which 56,666,667 shares shall be Common Stock, par value \$0.0001 per share (the "Common Stock"), and 3,333,333 shares of Preferred Stock (the "Preferred Stock").
- 1.2. Reverse Stock Split. Effective 9:00 a.m. Eastern Time, on July 22, 2016, ("Effective Date") each fifteen (15) shares of Common Stock of the Company ("Old Common Stock") issued and outstanding shall be automatically combined, reclassified and exchanged into one (1) share of Common Stock of the Company ("New Common Stock"), without changing the par value of the shares of the Common Stock of the Company (the "Reverse Split").
- 1.3. No Fractional Shares. No fractional shares of New Common Stock will result from or be issued in connection with the Reverse Split and the number of shares to be received by a stockholder shall be rounded up to the nearest whole number of shares in the event that such stockholder would otherwise be entitled to receive a fractional shares as a result of the Reverse Split.
- 1.4. Each stock certificate that, immediately prior to the Effective Time, represented shares of the Old Common Stock shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of shares of the New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been combined, exchanged and reclassified; provided, however that each holder of record of a stock certificate that represented the number of shares of Old Common Stock shall receive, upon surrender of such certificate, a new certificate representing the number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been combined, exchanged and reclassified.

2. Article VI is hereby amended and hereafter restated in its entirety as follows:

Article VI: Except as otherwise specifically provided in these Articles of Incorporation, this Corporation reserves that right to amend or repeal any provision contained in these Articles of Incorporation in the manner prescribed by the laws of the State of Florida.

The remainder of the Amended and Restated Articles of Incorporation, as amended, shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the undersigned, the Chief Executive Officer and Chairman of the Board of Directors of the Company, has executed these Articles of Amendment on this 7th day of June 2016.

CAPSTONE COMPANIES, INC.

By: _____

Stewart Wallach, Chief Executive Officer and Chairman of the Board of Directors

Dated: June 07, 2016

